

EXHIBIT QQ

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0287
Expires: February 28,
2011
Estimated average burden
hours per
response 0.5

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

☐ Check this box if no longer
subject to Section 16. Form 4
or Form 5 obligations may
continue. See Instruction 1
(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of
the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment
Company Act of 1940

1. Name and Address of Reporting Person * FLEMING GREGORY J <hr/> (Last) (First) (Middle) MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER <hr/> (Street) NEW YORK NY 10080 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER] <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 01/24/2005 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Executive Vice President <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
---	--	--

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Code	V	Amount	(A) or (D)	Price			
Common Stock	01/24/2005		A	149,648 (1)	A \$0	322,974 (2)	D

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)
Code	V	Amount	(A) or (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Explanation of Responses:

1. These Restricted Shares were granted on January 24, 2005 under the Merrill Lynch & Co., Inc. Long-Term Incentive Compensation Plan. The Vesting and Restricted Periods for the Restricted Shares shall begin on January 1, 2005 and shall end on January 31, 2009. Transactions under this plan are exempt under the provisions of Rule 16b-3.

2. This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of dividend reinvestments through various Merrill Lynch plans which is exempt from the reporting requirements under the provisions of Rule 16a-3 and/or Rule 16a-11.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Gregory J. Fleming (by
Michael A. LaMaina, as 01/26/2005
agent)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0287
Expires: February 28,
2011
Estimated average burden
hours per
response 0.5

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

☐ Check this box if no longer
subject to Section 16. Form 4
or Form 5 obligations may
continue. See Instruction 1
(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of
the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment
Company Act of 1940

1. Name and Address of Reporting Person * <u>FLEMING GREGORY J</u> (Last) (First) (Middle) <u>MERRILL LYNCH & CO., INC.</u> <u>4 WORLD FINANCIAL CENTER</u> (Street) <u>NEW YORK NY 10080</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MERRILL LYNCH & CO INC</u> [<u>MER</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2005</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Executive Vice President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
---	--	--

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/31/2005		F	9,776 D \$59.61	313,208 (1)	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Explanation of Responses:

1. This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of an allocation in a Merrill Lynch plan which is exempt from the reporting requirements under the provisions of Rule 16a-3.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Gregory J. Fleming (by 02/02/2005
Michael A. LaMaina, as

agent)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0287
Expires: February 28,
2011
Estimated average burden
hours per
response 0.5

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

☐ Check this box if no longer
subject to Section 16. Form 4
or Form 5 obligations may
continue. See Instruction 1
(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of
the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment
Company Act of 1940

1. Name and Address of Reporting Person * <u>FLEMING GREGORY J</u> (Last) (First) (Middle) <u>MERRILL LYNCH & CO., INC.</u> <u>4 WORLD FINANCIAL CENTER</u> (Street) <u>NEW YORK NY 10080</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MERRILL LYNCH & CO INC</u> [<u>MER</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2005</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Executive Vice President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
---	--	--

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/04/2005		F		2,821 (1)	D	\$59.61	310,387	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)
				Code	V		Date Exercisable	Expiration Date			

Explanation of Responses:

1. Shares of Merrill Lynch & Co., Inc. Common Stock withheld for payment of tax liability incident to vesting and release of shares in accordance with the terms of the Merrill Lynch & Co., Inc. Long-Term Incentive Compensation Plan.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Gregory J. Fleming (by 02/08/2005
Michael A. LaMaina, as

agent)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	February 28, 2011
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person * FLEMING GREGORY J <hr/> (Last) (First) (Middle) MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER <hr/> (Street) NEW YORK NY 10080 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER] <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 05/16/2005 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Vice President <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
---	---	--

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/16/2005		S		2,190	D	\$53.5	308,197	D	
Common Stock	05/16/2005		S		4,100	D	\$53.51	304,097	D	
Common Stock	05/16/2005		S		800	D	\$53.52	303,297	D	
Common Stock	05/16/2005		S		300	D	\$53.53	302,997	D	
Common Stock	05/16/2005		S		400	D	\$53.54	302,597	D	
Common Stock	05/16/2005		S		11,800	D	\$53.55	290,809 (1)	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 6)
							Date	Expiration			
									Amount or Number of		

				Code	V	(A)	(D)	Exercisable	Date	Title	Shares	
--	--	--	--	------	---	-----	-----	-------------	------	-------	--------	--

Explanation of Responses:

1. This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of dividend reinvestments through various Merrill Lynch plans which is exempt from the reporting requirements under the provisions of Rule 16a-3 and/or Rule 16a-11.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Gregory J. Fleming (by
Michael A. LaMaina, as 05/18/2005
agent)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0287
Expires: February 28,
2011
Estimated average burden
hours per
response 0.5

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

☐ Check this box if no longer
subject to Section 16. Form 4
or Form 5 obligations may
continue. See Instruction 1
(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of
the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment
Company Act of 1940

1. Name and Address of Reporting Person * FLEMING GREGORY J <hr/> (Last) (First) (Middle) MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER <hr/> (Street) NEW YORK NY 10080 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER] <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 10/21/2005 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Executive Vice President <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
---	--	--

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/21/2005		S		8,000 D \$62.3	282,839 (1)	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 5)
				Code	V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Explanation of Responses:

1. This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of dividend reinvestments through various Merrill Lynch plans which is exempt from the reporting requirements under the provisions of Rule 16a-3 and/or Rule 16a-11.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Gregory J. Fleming (by 10/24/2005
Michael A. LaMaina, as

agent)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0287
Expires: February 28,
2011
Estimated average burden
hours per
response 0.5

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

☐ Check this box if no longer
subject to Section 16. Form 4
or Form 5 obligations may
continue. See Instruction 1
(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of
the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment
Company Act of 1940

1. Name and Address of Reporting Person * FLEMING GREGORY J <hr/> (Last) (First) (Middle) C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER <hr/> (Street) NEW YORK NY 10080 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER] <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 01/23/2006 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Executive Vice President <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
---	--	--

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Code	V	Amount	(A) or (D)	Price			
Common Stock	01/23/2006		A	163,662 (1)	A \$0	446,514 (2)	D

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3)
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Explanation of Responses:

1. These Restricted Shares were granted on January 23, 2006 under the Merrill Lynch & Co., Inc. Long-Term Incentive Compensation Plan. These Restricted Shares vest in four annual installments of 25% on January 31 in the years 2007 to 2010. Transactions under this plan are exempt under Rule 16b-3.

2. This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of dividend reinvestment in various Merrill Lynch plans which is exempt from the reporting requirements under the provisions of Rule 16a-3 and/or Rule 16a-11.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Gregory J. Fleming (by
Michael A. LaMaina, as 01/25/2006
agent)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

[illegible]

Option - Right to Acquire (2)	\$31	02/21/2006		M		4,188	(3)	01/26/2008	Common Stock	4,188	\$0
--	------	------------	--	---	--	-------	-------	------------	-----------------	-------	-----

Explanation of Responses:

1. This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of an allocation in a Merrill Lynch plan which is exempt from the reporting requirements under the provisions of Rule 16a-3.
2. These stock options were granted under the Merrill Lynch & Co., Inc. Long Term Incentive Compensation Plan. Transactions under this Plan are exempt under the provisions of Rule 16b-3.
3. All options are exercisable.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Gregory J. Fleming (by
Michael A. LaMaina, as 02/23/2006
agent)

** Signature of Reporting Date
 Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0287
Expires: February 28,
2011
Estimated average burden
hours per
response 0.5

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

☐ Check this box if no longer
subject to Section 16. Form 4
or Form 5 obligations may
continue. See Instruction 1
(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of
the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment
Company Act of 1940

1. Name and Address of Reporting Person * FLEMING GREGORY J <hr/> (Last) (First) (Middle) C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER <hr/> (Street) NEW YORK NY 10080 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Vice President		
			3. Date of Earliest Transaction (Month/Day/Year) 08/04/2006					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/04/2006		M		10,040	A	\$36.1719	450,902	D	
Common Stock	08/04/2006		M		7,776	A	\$36.1719	458,678	D	
Common Stock	08/04/2006		F		12,751	D	\$73.22	445,927	D	
Common Stock	08/07/2006		S		2,255	D	\$72.54	443,672	D	
Common Stock	08/07/2006		S		200	D	\$72.53	443,472	D	
Common Stock	08/07/2006		S		4,000	D	\$72.51	439,501 (1)	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of de Se Br O Fc Rr Tr (s)
				Code	V		Date Exercisable	Expiration Date			
									Amount or Number of Shares		

Stock Option- Right to Acquire (2)	\$36.1719	08/04/2006		M		10,040	(3)	01/25/2009	Common Stock	10,040	\$0
Stock Option- Right to Acquire (2)	\$36.1719	08/04/2006		M		7,776	(3)	01/25/2009	Common Stock	7,776	\$0

Explanation of Responses:

1. This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of an allocation in a Merrill Lynch plan and dividend reinvestments through various Merrill Lynch plans which are exempt from the reporting requirements under the provisions of Rule 16a-3 and/or Rule 16a-11.
2. These stock options were granted under the Merrill Lynch & Co., Inc. Long Term Incentive Compensation Plan. Transactions under this Plan are exempt under the provisions of Rule 16b-3.
3. All options are exercisable.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Gregory J. Fleming (by
Judith A. Witterschein, 08/08/2006
as agent)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0287
Expires: February 28,
2011
Estimated average burden
hours per
response 0.5

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

☐ Check this box if no longer
subject to Section 16. Form 4
or Form 5 obligations may
continue. See Instruction 1
(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of
the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment
Company Act of 1940

1. Name and Address of Reporting Person * FLEMING GREGORY J <hr/> (Last) (First) (Middle) C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER <hr/> (Street) NEW YORK NY 10080 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER] <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 01/22/2007 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Executive Vice President <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
---	--	--

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/22/2007		A	192,017 (1)(2)	A \$0 (3)	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Explanation of Responses:

1. For performance in fiscal year 2006, the Management Development and Compensation Committee of the ML Board of Directors (MDCC) approved an annual cash incentive bonus of \$13,250,000 and an annual stock incentive bonus of \$20,400,000 to the Reporting Person. The dollar value of the stock incentive bonus was reduced by \$2 million, representing the Reporting Person's 2006 individual contribution to the Managing Partner Incentive program to yield a net stock incentive bonus dollar value of \$18,400,000. The Reporting Person's salary for 2006 was \$350,000.

2. The number of Restricted Shares granted to the Reporting Person was determined by dividing this net stock incentive bonus dollar amount (\$18,400,000) by \$95.825 (the average of the high and low price of Merrill Lynch & Co., Inc. Common Stock (MER) on the grant date (January 22, 2007)). These Restricted Shares vest in four annual installments of 25% on January 31 in the years 2008 to 2011. The Restricted Shares are issued under the Merrill Lynch & Co., Inc. Long-Term Incentive Compensation Plan. Transactions under this Plan are exempt under Rule 16b-3.

3. This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of dividend reinvestment in a Merrill Lynch plan which is exempt from the reporting requirements under the provisions of Rule 16a-3 and/or 16a-11.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Gregory J. Fleming (by
Pia K. Thompson, as 01/24/2007
agent)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0287
Expires: February 28,
2011
Estimated average burden
hours per
response 0.5

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

☐ Check this box if no longer
subject to Section 16. Form 4
or Form 5 obligations may
continue. See Instruction 1
(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of
the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment
Company Act of 1940

1. Name and Address of Reporting Person * FLEMING GREGORY J (Last) (First) (Middle) C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER (Street) NEW YORK NY 10080 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Vice President		
			3. Date of Earliest Transaction (Month/Day/Year) 01/31/2007					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2007		F		35,089	D	\$92.6	596,466	D	
Common Stock	01/31/2007		A		121,363 (1)	A	\$0	717,829 (2)	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3)
				Code	V		Date Exercisable	Expiration Date			

Explanation of Responses:

1. The reporting person received 121,363 restricted shares under a performance-based plan established last year tied to return on equity. The shares are subject to forfeiture, vesting requirements and further restrictions until January 31, 2010.
2. This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of contributions, allocations or dividend reinvestments through Merrill Lynch plans which are exempt from the reporting requirements under the provisions of Rule 16a-3 and/or 16a-11.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Gregory J. Fleming (By
Pia K. Thompson, as 02/02/2007
agent)

** Signature of Reporting Date
Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * FLEMING GREGORY J (Last) (First) (Middle) C/O MERRILL LYNCH & CO., INC., 4 WORLD FINANCIAL CENTER (Street) NEW YORK, NY 10080 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER] 3. Date of Earliest Transaction (MM/DD/YYYY) 2/6/2007	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> X ____ Officer (give title below) ____ Other (specify below) Executive Vice President 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> X ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
---	---	--

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/6/2007		S		20794	D	\$94	697035	D	
Common Stock	2/6/2007		S		11268	D	\$94.1	685767	D	
Common Stock	2/6/2007		S		169	D	\$94.12	685598	D	
Common Stock	2/6/2007		S		1803	D	\$94.14	683795	D	
Common Stock	2/6/2007		S		282	D	\$94.15	683513	D	
Common Stock	2/6/2007		S		507	D	\$94.16	683006	D	
Common Stock	2/6/2007		S		338	D	\$94.17	682668	D	
Common Stock	2/6/2007		S		1803	D	\$94.18	680865	D	
Common Stock	2/6/2007		S		732	D	\$94.19	680133	D	
Common Stock	2/6/2007		S		6366	D	\$94.25	673767	D	
Common Stock	2/6/2007		S		56	D	\$94.26	673711	D	
Common Stock	2/6/2007		S		113	D	\$94.27	673598	D	
Common Stock	2/6/2007		S		394	D	\$94.28	673204	D	
Common Stock	2/6/2007		S		395	D	\$94.29	672809 (1)	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of contributions, allocations or dividend reinvestments through Merrill Lynch plans which are exempt from the reporting requirements under the provisions of Rule 16a-3 and/or 16a-11.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLEMING GREGORY J C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080			Executive Vice President	

Signatures

Gregory J. Fleming (By Pia K.Thompson, as agent)

2/8/2007

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0287
Expires: February 28,
2011
Estimated average burden
hours per
response 0.5

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

☐ Check this box if no longer
subject to Section 16. Form 4
or Form 5 obligations may
continue. See Instruction 1
(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of
the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment
Company Act of 1940

1. Name and Address of Reporting Person * FLEMING GREGORY J <hr/> (Last) (First) (Middle) C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER <hr/> (Street) NEW YORK NY 10080 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Co-President		
			3. Date of Earliest Transaction (Month/Day/Year) 09/21/2007					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/21/2007		A ⁽¹⁾		110	A	\$75.016 ⁽²⁾	672,974 ⁽³⁾	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Explanation of Responses:

- This acquisition was made pursuant to a tender offer for shares of First Republic Bank in connection with the merger of First Republic Bank into Merrill Lynch Bank & Trust Co., FSB, a wholly owned subsidiary of Merrill Lynch & Co., Inc. The transaction closed on September 21, 2007. The reporting person also received cash in connection with the tender offer.
- Pursuant to the terms of the transaction, Merrill Lynch common stock was valued at \$75.016, the average closing price of Merrill Lynch common stock for the five trading days immediately preceding September 21, 2007.
- This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of dividend reinvestments through various Merrill Lynch plans which is exempt from the reporting requirements under the provisions of Rule 16a-3 and/or Rule 16a-11.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Gregory J. Fleming (By
Pia K. Thompson, as 09/25/2007
agent)

** Signature of Reporting Date
Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.